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To Be Returned To:
Betty Valenti, PCAM
Lennar Homes Land Development
4902 Eisenhower Blvd.
Suite 289
Tampa, FL 33634

PREPARED BY
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JED PITTMAN, PASCO COUNTY CLERK
09/11/01 12:12pm 1 of 8
OR BK 4717 PG 1312

THIRD AMENDMENT TO DECLARATION OF RESTRICTIONS AND COVENANTS
FOR
GRAND OAKS

THIS THIRD AMENDMENT TO DECLARATION OF RESTRICTIONS AND COVENANTS FOR GRAND OAKS ("Third Amendment") is made by Lennar Homes, Inc., a Florida corporation ("Lennar") and joined in by Grand Oaks Master Association, Inc., a Florida not-for-profit corporation ("Association").

RECITALS

1. Lennar recorded the Declaration of Restrictions and Covenants for Grand Oaks in Official Records Book 4460 at Page 467 of the Public Records of Pasco County, Florida (the "Original Declaration"), respecting the residential community located in Pasco County, Florida known as Grand Oaks ("Grand Oaks").
2. The Original Declaration was subsequently amended by the First Amendment to Declaration of Restrictions and Covenants for Grand Oaks in Official Records Book 4527 at Page 264 of the Public Records of Pasco County, Florida (the "First Amendment") and Second Amendment to Declaration of Restrictions and Covenants for Grand Oaks in Official Records Book 4556 at Page 1127 of the Public Records of Pasco County, Florida (the "Second Amendment"). The Original Declaration together with the First Amendment and Second Amendment shall hereinafter be referred to as the "Declaration."
3. Section 5.1 of the Declaration provides that prior to the Turnover Date, additional lands may be made part of Grand Oaks by Developer by the recording of an amendment to the Declaration.
4. Section 4.2 of the Declaration permits Lennar, as Developer, to amend the Declaration at any time prior to the Turnover Date without the joinder or consent of any other person or entity whatsoever, which date has not yet occurred.

5. Lennar desires to annex the real property legally described on Exhibit A attached hereto as part of Grand Oaks.

NOW THEREFORE, Lennar hereby declares that every portion of Grand Oaks is to be held, transferred, sold, conveyed, used and occupied subject to the covenants, conditions and restrictions hereinafter set forth.

1. Recitals. The foregoing Recitals are true and correct and are incorporated into and form a part of this Third Amendment.

2. Conflicts. In the event that there is a conflict between this Third Amendment and the Declaration, this Third Amendment shall control. Whenever possible, this Third Amendment, and the Declaration shall be construed as a single document. Except as modified hereby, the Declaration shall remain in full force and effect.

3. Capitalized Terms. All initially capitalized terms not defined herein shall have the meaning set forth in the Declaration, except that the defined term "Declaration" is hereby modified as follows:

"Declaration" shall mean the Original Declaration, the First Amendment, the Second Amendment and this Third Amendment, together with all amendments and modifications thereof.

4. Annexation. All of the property described in Exhibit A attached hereto shall hereinafter comprise a part of Grand Oaks and be annexed into the Declaration as part of the property in Exhibit 1 to the Original Declaration, and as such, be subject to the provisions of the Declaration and the jurisdiction of the Association.

5. Covenant Running with Grand Oaks. This Third Amendment is a covenant running with the Grand Oaks.

IN WITNESS WHEREOF, the undersigned, being Developer under the Declaration, has hereunto set its hand and seal this 6th day of AUGUST, 2001.

WITNESSES:

[Signature]
Print Name: Jeff Sellers

[Signature]
Print Name: Emma Calderon

LENNAR HOMES, INC., a Florida corporation

By: [Signature]
Name: ROBERT AHREN'S
Title: Vice President

{SEAL}

STATE OF FLORIDA)
) SS.:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 6th day of AUGUST, 2001 by ROBERT ARENS as Vice President of Lennar Homes, Inc., who is personally known to me or who has produced _____ as identification.

My commission expires:

Jo Ann Byrum
NOTARY PUBLIC, State of Florida
at Large
Print name: JO ANN BYRUM



EXHIBIT A

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LEGAL DESCRIPTION

Grand Oaks Phase 2, Units 6 and 8

A parcel of land in the Section 15, Township 26 South, Range 19 East, Pasco County, Florida being further described as follows:

BEGIN at the Northwest corner of Tract "A2", GRAND OAKS PHASE 2, UNIT 4, as recorded in Plat Book 40, Pages 118 through 120, of the public records of Pasco County, Florida; thence along the boundary of said GRAND OAKS PHASE 2, UNIT 4 for the following fifteen (15) courses; (1) S00°18'43"E, 20.20 feet to the beginning of a non tangent curve to the right; (2) thence southeasterly 164.01 feet along the arc of said curve, having a radius of 187.00 feet, a central angle of 50°15'11" and a chord bearing and distance of S35°13'05"E, 158.81 feet; (3) S10°05'30"E, 47.14 feet; (4) S03°55'21"E, 238.49 feet to the beginning of a curve to the right; (5) southerly 181.53 feet along said curve, having a radius of 1,335.65 feet, a central angle of 07°47'14", and a chord bearing and distance of S00°01'44"E, 181.39 feet to a point of reverse curvature; (6) thence southerly 146.53 feet along the arc of a curve to the left having a radius of 214.35 feet, a central angle of 39°10'07", and a chord bearing and distance of S15°43'11"E, 143.70 feet; (7) S35°18'14"E, 174.33 feet; (8) S30°15'36"E, 175.15 feet; (9) S35°18'14"E, 46.91 feet; (10) S54°41'46"W, 100.25 feet to the beginning of a curve to the right; (11) thence westerly 31.42 feet along said curve, having a radius of 20.00 feet, a central angle of 90°00'00", and a chord bearing and distance of N80°18'14"W, 28.28 feet; (12) N35°18'14"W, 32.81 feet; (13) S54°41'46"W, 192.37 feet; (14) S25°35'57"E, 58.65 feet to the beginning of a non tangent curve to the left; (15) thence southwesterly 111.20 feet along the arc of said curve, having a radius of 380.00 feet, a central angle of 16°46'01" and a chord bearing and distance of S46°18'45"W, 110.81 feet; thence departing from said boundary N57°12'16"W, 145.42 feet to the beginning of a non tangent curve to the left; thence southerly 282.06 feet along the arc of said curve, having a radius of 525.00 feet, a central angle of 30°46'59" and a chord bearing and distance of S21°07'02"W, 278.68 feet; thence S29°26'41"W, 36.68 feet; thence S78°30'43"W, 24.14 feet; thence N66°02'59"W, 55.87 feet to the beginning of a non tangent curve to the left; thence westerly 146.23 feet along the arc of said curve, having a radius of 1,562.20 feet, a central angle of 05°21'47" and a chord bearing and distance of N68°26'06"W, 146.18 feet; thence S18°53'01"W, 29.00 feet to the beginning of a non tangent curve to the left; thence westerly 328.15 feet along the arc of said curve, having a radius of 1,533.20 feet, a central angle of 12°15'46" and a chord bearing and distance of N77°14'52"W, 327.52 feet; thence N83°22'46"W, 131.98 feet; thence N04°17'22"W, 226.53 feet to the beginning of a curve to the left; thence northwesterly 188.48 feet along said curve, having a radius of 187.30 feet, a central angle of 57°39'21", and a chord bearing and distance of N33°07'02"W, 180.62 feet; thence N28°03'18"E, 187.30 feet; thence N49°44'33"W, 951.83 feet; thence N00°18'43"W, 267.83 feet to a point on the North line of said Section 15; thence N89°41'17"E along said North line, 1,635.70 feet to the POINT OF BEGINNING.

Containing 1,951,358 square feet or 44.797 acres, more or less.

LEGAL DESCRIPTION
Grand Oaks Phase 2, Unit 7

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Beginning at the northerly corner of Tract "M", said corner also being the Westerly end of Curve 14 as depicted in Grand Oaks Phase 2, Units 1 and 2, recorded in Plat Book 40, pages 1 through 6, of the public records of Pasco County, Florida, said point being the POINT OF BEGINNING; thence along the boundary of said Tract "M" the following eight (8) courses; (1) S24°03'06"E, a distance of 122.37 feet; (2) S17°20'38"W, a distance of 54.50 feet; (3) 481.51 feet along the arc of a non-tangent curve, concave Westerly, having a radius of 186.40 feet, a central angle of 148°00'23", a chord bearing of S09°03'17" and a chord distance of 358.36 feet to the curve's end; (4) S52°47'47"W, a distance of 36.70 feet to the beginning of a curve; (5) 386.55 feet along the arc of said curve, concave Northerly, having a radius of 241.00 feet, a central angle of 91°53'58", a chord bearing of N81°15'14"W and a chord distance of 346.43 to the curve's end; (6) thence N35°18'14"W, a distance of 180.62 feet; (7) N54°41'46"E, a distance of 25.00 feet; (8) N35°18'14"W, a distance of 25.00 feet to a point on the southerly boundary of Grand Oaks Phase 2, Unit 4, recorded in Plat Book 40, Pages 118 through 120, of the public records of Pasco County, Florida; thence along said boundary for the following eight (8) courses; (1) N54°41'46"E, a distance of 91.00 feet to the beginning of a curve; (2) 31.42 feet along the arc of said curve, concave Southerly, having a radius of 20.00 feet, a central angle of 90°00'00", a chord bearing of S80°18'15"E and a chord distance of 28.28 feet to the curve's end; (3) thence S35°18'14"E, a distance of 25.00 feet; (4) N54°41'46"E, a distance of 50.00 feet; (5) N35°18'14"W, a distance of 20.00 feet to the beginning of a curve; (6) 31.42 feet along the arc of said curve, concave Easterly, having a radius of 20.00 feet, a central angle of 90°00'00", a chord bearing of N09°41'46"E and a chord distance of 28.28 feet to the curve's end; (7) N54°41'46"E, a distance of 110.50 feet to the beginning of a curve; (8) 289.14 feet along the arc of said curve, concave Southeasterly, having a radius of 1,345.00 feet, a central angle of 12°19'02", a chord bearing of N60°51'17"E and a chord distance of 288.59 feet, to the POINT OF BEGINNING.

Containing 5.32 acres, more or less.

LEGAL DESCRIPTION

Grand Oaks Phase 2, Unit 9

Beginning at the Southwest corner of Lot 6, Block 7, as depicted in GRAND OAKS PHASE 2, UNITS 1 AND 2, recorded in Plat Book 40, Pages 1 through 6 of the public records of Pasco County said point being the POINT OF BEGINNING; thence S22°29'05"E, a distance of 139.39 feet; thence S47°57'04"W, a distance of 988.86 feet; thence S69°54'07"W, a distance of 918.43 feet to a point on the boundary of THE OAKS PHASE 2 as recorded in Plat Book 24, Page 68 through 74 of the public records of Pasco County; thence N53°33'02"W, along said boundary a distance of 770.00 feet; thence departing from said boundary N10°17'08"E, a distance of 338.80 feet to a point on a non tangent curve concave northwesterly; thence northeasterly 126.78 feet along the arc of said curve, having a radius of 188.60 feet; a central angle of 38°30'54", a chord bearing and distance of N42°42'41"E, 124.41 feet; thence N23°27'14"E, a distance of 40.99 feet; thence N04°17'22"W, a distance of 129.06 feet; thence N89°43'11"E, a distance of 128.35 feet to a point on a non tangent curve concave southerly; thence easterly 439.62 feet along the arc of said curve, having a radius of 1,224.00 feet; a central angle of 20°34'43", a chord bearing and distance of S77°55'31"E, 437.26 feet; thence S62°05'06"E, a distance of 64.99 feet to a point on a non tangent curve concave northwesterly, thence easterly 465.91 feet along the arc of said curve, having a radius of 378.00 feet, a central angle of 70°37'15", a chord bearing and distance of N83°13'25"E, 436.97 feet; thence N46°22'38"E, a distance of 41.27 feet; thence N50°05'29"W, a distance of 154.27 feet to the point on a non tangent curve concave northwesterly; thence southwesterly 19.78 feet along the arc of said curve, having a radius of 225.00 feet, a central angle of 05°02'11", a chord bearing and distance of S45°23'27"W, 19.77 feet; thence N42°05'28"W, a distance of 50.00 feet to a point on a non tangent curve concave northwesterly; thence northeasterly 131.33 feet along the arc of said curve, having a radius of 175.00 feet, a central angle of 42°59'52", a chord bearing and distance of N26°24'36"E, 128.27 feet to a point of reverse curvature; thence northerly 162.31 feet along arc of said curve, having a radius of 380.00 feet, a central angle of 24°28'24", a chord bearing and distance of N17°08'52"E, 161.08 feet to a point on the boundary of GRAND OAKS PHASE 2, UNIT 4, as recorded in Plat Book 40, Pages 118 through 120, of the public records of Pasco County; thence S60°36'56"E, along said boundary a distance of 50.00 feet to a point on the boundary of GRAND OAKS PHASE 2, UNITS 1 AND 2, as recorded in Plat Book 40, Pages 1 through 6, of the public records of Pasco County; thence along said boundary for the following ten (10) courses; (1) S65°29'26"E, a distance of 95.39 feet; (2) S50°05'23"E, a distance of 413.37 feet; (3) N88°34'11"E, a distance of 19.14 feet; (4) N49°20'30"E, a distance of 308.59 feet to a point of curvature; (5) thence northeasterly 178.15 feet along the arc of said curve, having a radius of 672.70 feet, a central angle of 15°10'24", a chord bearing and distance of N56°55'42"E, 177.63 feet; (6) thence S25°29'06"E, a distance of 136.20 feet to a point on a non tangent curve concave southeasterly; (7) thence southwesterly 62.16 feet along the arc of said curve, having a radius of 536.50 feet, a central angle of 06°38'17", a chord bearing and distance of S61°11'46"W, 62.12 feet; (8) thence S32°07'23"E, a distance of 50.00 feet to a point on a non tangent curve concave southeasterly; (9) thence northeasterly 81.84 feet along the arc of said curve, having a radius of 486.50 feet, a central angle of 09°38'18", a chord bearing and distance of N62°41'46"E, 81.74 feet; (10) thence S22°29'05"E, a distance of 111.50 feet to the POINT OF BEGINNING.

Containing 1,641,802.89 square feet or 37.6906 acres, more or less.